

Fill in this information to identify your case:

United States Bankruptcy Court for the:

CENTRAL DISTRICT OF CALIFORNIA

Case number (if known)

Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company
2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names
3. Debtor's federal Employer Identification Number (EIN) 82-4890055
4. Debtor's address

<p>Principal place of business</p> <p><u>25 East Foothill Blvd.</u> <u>Arcadia, CA 91006</u> Number, Street, City, State & ZIP Code</p> <p><u>Los Angeles</u> County</p>	<p>Mailing address, if different from principal place of business</p> <p><u>P.O. Box, Number, Street, City, State & ZIP Code</u></p> <p>Location of principal assets, if different from principal place of business</p> <p><u>880 E. Colorado Blvd. Pasadena, CA 91101</u> Number, Street, City, State & ZIP Code</p>
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5. Debtor's website (URL) _____
6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor **BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company**
Name

Case number (if known)

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))

☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
☐ Yes.

If more than 2 cases, attach a separate list.

District	When	Case number
District	When	Case number

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	Relationship
District	When
	Case number, if known

Debtor **BOARDWALK CAPITAL SPE, LLC, A Delaware Limited**
Liability Company
Name

Case number (if known)

Debtor: **BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard?

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds.

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☒ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☒ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **BOARDWALK CAPITAL SPE, LLC, A Delaware Limited
Liability Company**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 23, 2021
MM/DD/YYYY

(X)

Signature of authorized representative of debtor

Kin Hui

Printed name

Title: Manager of the General Partner of the
Managing Member

18. Signature of attorney

X

Signature of attorney for debtor

Date February 23, 2021

MM/DD/YYYY

Jeffrey B. Smith 150095
Printed name

Curd, Galindo & Smith, LLP
Firm name

301 E. Ocean Blvd. Suite 1700
Long Beach, CA 90802
Number, Street, City, State & ZIP Code

Contact phone 562-624-1177

Email address jsmith@cgsattys.com

150095 CA
Bar number and State

Fill in this information to identify the case:

Debtor name BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company

United States Bankruptcy Court for the: CENTRAL DISTRICT OF CALIFORNIA

Case number (if known) _____

☐ Check if this is an
amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 23, 2021


Signature of individual signing on behalf of debtor

Kin Hui
Printed name

Manager of the General Partner of the Managing Member
Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company**
United States Bankruptcy Court for the: **CENTRAL DISTRICT OF CALIFORNIA**
Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of claim (for example, trade debt, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction of value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
-NONE-						

**United States Bankruptcy Court
Central District of California**

In re BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company
Debtor(s)

Case No. _____
Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Boardwalk Capital, LP 25 E. Foothill Blvd. Arcadia, CA 91006	Membership	100%	Membership

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager of the General Partner of the Managing Member of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date February 23, 2021

Signature


Kin Hui

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

STATEMENT OF RELATED CASES
INFORMATION REQUIRED BY LBR 1015-2
UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, his or her current or former domestic partner, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of each such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A/B that was filed with any such prior proceeding(s).)

None

2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A/B that was filed with any such prior proceeding(s).)

None

3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A/B that was filed with any such prior proceeding(s).)

None

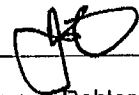
4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A/B that was filed with any such prior proceeding(s).)

None

I declare, under penalty of perjury, that the foregoing is true and correct.

Executed at Arcadia, California, California.

Date: February 23, 2021


Kin Hui
Signature of Debtor 1

Signature of Debtor 2

Attorney or Party Name, Address, Telephone & FAX Nos., and State Bar No. & Email Address Jeffrey B. Smith 150095 301 E. Ocean Blvd. Suite 1700 Long Beach, CA 90802 562-624-1177 Fax: 562-624-1178 California State Bar Number: 150095 CA jsmith@cgsattys.com	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	
In re: BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company Debtor(s), Plaintiff(s), Defendant(s).	CASE NO.: ADVERSARY NO.: CHAPTER: 11 CORPORATE OWNERSHIP STATEMENT PURSUANT TO FRBP 1007(a)(1) and 7007.1, and LBR 1007-4 [No hearing]

Pursuant to FRBP 1007(a)(1) and 7007.1, and LBR 1007-4, any corporation, other than a governmental unit, that is a debtor in a voluntary case or a party to an adversary proceeding or a contested matter shall file this Statement identifying all its parent corporations and listing any publicly held company, other than a governmental unit, that directly or indirectly own 10% or more of any class of the corporation's equity interest, or state that there are no entities to report. This Corporate Ownership Statement must be filed with the initial pleading filed by a corporate entity in a case or adversary proceeding. A supplemental statement must promptly be filed upon any change in circumstances that renders this Corporate Ownership Statement inaccurate.

I, Jeffrey B. Smith 150095, the undersigned in the above-captioned case, hereby declare
(Print Name of Attorney or Declarant)
under penalty of perjury under the laws of the United States of America that the following is true and correct:

[Check the appropriate boxes and, if applicable, provide the required information.]

1. I have personal knowledge of the matters set forth in this Statement because:
- ☐ I am the president or other officer or an authorized agent of the Debtor corporation
 - ☐ I am a party to an adversary proceeding
 - ☐ I am a party to a contested matter
 - ☒ I am the attorney for the Debtor corporation
- 2.a. ☒ The following entities, other than the debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s') equity interests:
See Addendum
- b. ☐ There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

February 23, 2021

Date

By: 

Signature of Debtor, or attorney for Debtor

Name: Jeffrey B. Smith 150095

Printed name of Debtor, or attorney for Debtor

United States Bankruptcy Court
Central District of California

In re BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company
Debtor(s)

Case No. _____
Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION
BOARDWALK CAPITAL SPE, LLC A Delaware Limited Liability Company

I, **Kin Hui**, declare under penalty of perjury that I am the manager of Singpoli Pacifica LLC, a California limited liability company. Singpoli Pacifica LLC is the general partner of Boardwalk Capital LP, a California Limited Partnership. Boardwalk Capital LP is the sole manager and member of BOARDWALK CAPITAL, SPE, LLC, a Delaware Limited Liability Company, (hereafter "BC SPE, LLC"), and that the following is a true and correct copy of the resolutions adopted by the sole manager of said Limited Liability Company at a special meeting duly called and held on the 23rd day of February, 2021.

"Whereas, it is in the best interest of BC SPE LLC to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

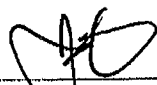
Be It Therefore Resolved, that **Kin Hui**, Manager of the General Partner of the Managing Member of BOARDWALK CAPITAL, SPE, LLC A Delaware Limited Liability Company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Kin Hui**, is authorized and directed to appear in all bankruptcy proceedings (or to designate to others as is appropriate) on behalf of BC SPE LLC, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of BC SPE LLC in connection with such bankruptcy case, and

Be It Further Resolved, that **Kin Hui**, is authorized and directed to cause BC SPE LLC to employ **Jeffrey B. Smith 150095**, attorney and the law firm of **Curd, Galindo & Smith, LLP** to represent the corporation in such bankruptcy case."

Date February 23, 2021

Signed 


Kin Hui, Manager of Singpoli Pacifica, LLC,
General Partner of Boardwalk Capital, LP,
Sole Member and Manager of BOARDWALK
CAPITAL, SPE, LLC, A Delaware Limited
Liability Company

Resolution of The Sole Manager and Member
of
BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company

Whereas, it is in the best interest of **BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company** to file a voluntary petition in the the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Kin Hui**, Manager of the General Partner of the Managing Member of **BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company**, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the **BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company**; and

Be It Further Resolved, that **Kin Hui**, Manager of the General Partner of the Managing Member of **BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company** is authorized and directed to appear in all bankruptcy proceedings on behalf of **BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company**(or to designate others as may be appropriate), and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of **BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company** in connection with such bankruptcy case, and

Be It Further Resolved, that **Kin Hui**, Manager of the General Partner of the Managing Member of **BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company** is authorized and directed to employ **Jeffrey B. Smith 150095**, attorney and the law firm of **Curd, Galindo & Smith, LLP** to represent **BOARDWALK CAPITAL SPE, LLC, A Delaware Limited Liability Company** in such bankruptcy case.

Date February 23, 2021

Signed 

**Kin Hui, Manager of Singpoli Pacifica, LLC,
General Partner of Boardwalk Capital, LP,
Sole Member and Manager of BOARDWALK
CAPITAL, SPE, LLC, A Delaware Limited
Liability Company**